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JAMES C. PARHAM, JR.  
JAMES M. SHOEMAKER, JR.  
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CHARLES W. WOFFORD  
LARRY D. ESTRIDGE  
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CARY H. HALL, JR.  
CARL F. MULLER  
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WYCHE, BURGESS, FREEMAN & PARHAM

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

RECORDATION NO. 8394-1 Filed 1425

INTERSTATE COMMERCE COMMISSION

POST OFFICE BOX 10207  
44 EAST CAMPERDOWN WAY  
CABLE ADDRESS: JURAL  
TELEPHONE 803-242-3131

Date 10/9/80 10/9/1980 9:13 AM  
Fee \$ 50  
INTERSTATE COMMERCE COMMISSION 1980

ICC Washington, D. C.

RECORDATION NO. 8394-1 Filed 1425

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Mrs. Lee

Interstate Commerce Commission  
Constitution Avenue at 12th St. N.W.  
Washington, D. C. 20023

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Re: CBT Leasing Corporation and National Railway  
Utilization Corporation

RECORDATION NO. 8394-1 Filed 1425

10/9/1980 9:13 AM

INTERSTATE COMMERCE COMMISSION

Dear Mrs. Lee:

Enclosed for filing under Section 11303 of the Interstate Commerce Act please find the following documents:

Amendment to Rental Schedule No. CBT-01 dated Feb. 15, 1980  
Amendment to Certificate of Inspection and Acceptance  
Amendment to Participation Agreement dated Feb. 15, 1980  
Amendment to Equipment Lease dated Feb. 15, 1980  
Amendment to Security Agreement dated Feb. 15, 1980  
(all documents between CBT Leasing Corporation and  
National Railway Utilization Corporation; all dated  
February 15, 1980)

The Agreements which are amended by these documents were previously filed with your office and with the recording numbers as follows:

Rental Schedule dated July 16, 1979 #9394-C  
Certificate of Inspection and Acceptance dated July 16, 1979  
(#9394-B)  
Participation Agreement dated July 16, 1979 #9394-A  
Equipment Lease dated July 16, 1979 #9394  
Security Agreement dated July 16, 1979 #9394-D

The address of National Railway Utilization Corporation is 1100 Centre Square East, 1500 Market Street, Philadelphia, Pa. 19102. The address of CBT Leasing Corporation is 60 State Street, Boston, Massachusetts 02109.

Please place one of each document on file with your office, stamp the remaining documents and return them to me at the address on this letterhead. I have previously sent your office a check in the amount of \$70 to cover this filing and the others enclosed under separate cover of this package.

Very truly yours,

Carl Muller

Carl F. Muller

CFM/bjm  
enclosures

OCT 9 1980 - 9 20 AM

AMENDMENT dated as of February 15, 1980 to the certain INTERSTATE COMMERCE COMMISSION SECURITY AGREEMENT dated as of July 16, 1979 by CBT LEASING CORPORATION (termed "Debtor") in favor of EQUITABLE LEASING CORPORATION (termed "Lender")

WHEREAS, Lessee and Debtor have determined that certain of the 50'6" Type XM Railroad Boxcars which are subject to this Security Agreement should be remarked in order to maximize their utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the parties and in further consideration of \$1.00 in hand paid by each party to the other, the parties hereto agree as follows:

1. The Equipment Lease which is attached as Exhibit A to the Schedule A on page 12 of the Security Agreement is amended in the following particulars:
  - (a) The Certificate of Inspection and Acceptance which is attached as Exhibit A to the Equipment Lease is amended by changing the Road Numbers from the following:

NSL 150850 through NSL 150899

to the following:

NSL 150850  
MISS 150851  
NSL 150852  
MISS 150853 through MISS 150860  
NSL 150861  
MISS 150862  
NSL 150863  
MISS 150864 through MISS 150865  
NSL 150866 through NSL 150867  
MISS 150868 through MISS 150873  
NSL 150874  
MISS 150875 through MISS 150877  
NSL 150878 through NSL 150881  
MISS 150882 through MISS 150888  
NSL 150889  
MISS 150890 through MISS 150897  
NSL 150898  
MISS 150899
  - (b) Rental Schedule No. CBT-01 which is attached to the Equipment Lease is amended to change the Road Numbers in accordance with Paragraph 1(a) of this Amendment.

2. Exhibit B to the Security Agreement is amended in accordance with paragraph 1 of this Amendment.

IN WITNESS WHEREOF, Debtor and Lender, each pursuant to due authority, have caused these presents to be duly executed.

(SEAL)



CBT LEASING CORPORATION

By: *James K. Seder*  
Its: *Exec VP*

ATTEST: *David L. Carlone*  
Its: *Notary*

Commonwealth of Massachusetts:

ss:

County of Suffolk:

On this 19<sup>th</sup> day of June 1980, before me personally appeared *James K. Seder*, to me personally known, who being by me duly sworn, says that he is *Executive Vice President* of CBT Leasing Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

My Commission Expires:

*Sept. 26, 1986*

*David L. Carlone*  
Notary Public

EQUITABLE LEASING CORPORATION

By: \_\_\_\_\_  
Its: \_\_\_\_\_

ATTEST: \_\_\_\_\_  
Its: \_\_\_\_\_

Commonwealth of Virginia:

ss:

County of Richmond:

On this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is \_\_\_\_\_ of Equitable Leasing Corporation that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

# WEIL, GOTSHAL & MANGES

A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

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June 2, 1980

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: Pickens Railroad Company

Dear Sir:

On behalf of General Discount Corporation ("GDC") and CBT Leasing Corporation ("CBT"), you are hereby advised that the address of Pickens Railroad Company ("Pickens") has been changed. The new address is P.O. Box 216, Pickens, South Carolina 29671.

The following documents have been filed with the Interstate Commerce Commission by or on behalf of GDC or CBT. Kindly mark the appropriate files to indicate this change of address.

<u>Agreement</u>	<u>Recordation Number</u>
1. Security Agreement by CBT in favor of Equitable Leasing Corporation ("Equitable")	10665
2. Equipment Lease between CBT, as Lessor and National Railway Utilization Corporation ("NRUC") and Pickens, as Lessees	10665-A
3. Assignment of Lease by CBT in favor of Equitable	10665-B
4. Conditional Sales Agreement among Metal Fabrications, Inc. ("MFI"), NRUC and Pickens	7737

Secretary  
Interstate Commerce Commission -2-

June 2, 1980

<u>Agreement</u>	<u>Recordation Number</u>
5. Assignment by MFI to North Carolina National Bank ("NCNB")	7737-A
6. Assignment by NCNB to GDC	7737-B
7. Agreement among MFI, NRUC, Pickens and GDC	8394 ✓
8. Assignment from NCNB to GDC	8394-A
9. Amendment Agreement	8394-B
10. Guarantee by NRUC	8394-C

Kindly acknowledge your receipt of this letter by signing the enclosed copy in the space provided and returning same to me in the enclosed envelope.

Very truly yours,

WEIL, GOTSHAL & MANGES

By   
Howard Chatzinoff

HC:jt  
Enc.

cc: Vicki Kellenbach, Esq.